


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 22, 1999 8:00 am  
Secretary of State

04-22-1999 90203 035 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 848374</b>					
1. Corporation Name <b>RS PROPERTIES THREE, INC.</b>					
Principal Place of Business <b>110 N. WACKER CHICAGO IL 60606 US</b>			Mailing Address <b>110 N. WACKER CHICAGO IL 60606 US</b>		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified <b>02/27/1981</b>	
4. FEI Number <b>13-3073571</b>		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent <b>CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301</b>			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 85 Zip Code		
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	MICHAELS, ROBERT		1.2 NAME		
STREET ADDRESS	110 N. WACKER		1.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60606		1.4 CITY-ST-ZIP		
TITLE	DVT	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FREIBAUM, BERNARD		2.2 NAME		
STREET ADDRESS	110 N. WACKER		2.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60606		2.4 CITY-ST-ZIP		
TITLE	DV	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BUCKSBAUM, JOHN		3.2 NAME		
STREET ADDRESS	110 N. WACKER		3.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60606		3.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BATESOLE, JON		4.2 NAME		
STREET ADDRESS	110 N. WACKER		4.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60606		4.4 CITY-ST-ZIP		
TITLE	VAS	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GERN, RONALD		5.2 NAME		
STREET ADDRESS	110 N. WACKER		5.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60606		5.4 CITY-ST-ZIP		
TITLE	S	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	EISENBERG, MARSHALL		6.2 NAME		
STREET ADDRESS	2 N LASALLE STE. 2200		6.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL 60602		6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an Attachment with an address, with all other like empowered.

SIGNATURE: Bernard Freibaum 3-31-99 (312)960-5205  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #